

P96000046198

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: The Intercontinental  
Will, Inc 96 MAY 31 AM 11:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☒ Capital Express™  
☒ Art. of Inc. File  
☐ Corp. Record Search  
☐ Ltd. Partnership File  
☐ Foreign Corp. File  
☒ ( ) Cert. Copy(n) photo  
☐ Art. of Amend. File  
☐ Dissolution/Withdrawn  
☐ O U S  
☐ Fictitious Name File  
☐ Name Reservation  
☐ Annual Report/Reinstatement  
☐ Reg. Agent Service  
☐ Document Filing  
☐ Corporate Kit  
☐ Vehicle Search  
☐ Driving Record  
☐ Document Retrieval  
☐ UCC 1 or 3 File  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ File No.'s \_\_\_\_\_ Copies  
☐ Courier Service  
☐ Shipping/Handling  
☐ Phone ( )  
☐ Top Priority  
☐ Express Mail Prep.  
☐ FAX ( ) pgs.

SUBTOTALS \_\_\_\_\_

FEE.....\$  
DISBURSED.....\$  
SURCHARGE.....\$  
TAX on corporate supplies.....\$  
SUBTOTAL.....\$  
PREPAID.....\$  
BALANCE DUE.....\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN 5/31 12:00  
Will Pick Up

**ARTICLES OF INCORPORATION**  
**OF**  
**THE INTERNET WALL, INC.**

**FILED**  
96 MAY 31 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation is **THE INTERNET WALL, INC.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is 25400 U.S. 19 N., SUITE 255, Clearwater, FL 34623.

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares having a par value of (\$1.00) per share.

#### **ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Richard M. Georges, P.A., 3656 First Ave. N., St. Petersburg, FL 33713.

#### **ARTICLE V: INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

#### **ARTICLE VI: INITIAL BOARD OF DIRECTORS**

The name and address of each member of the initial Board of Directors of the corporation is

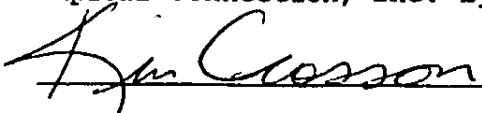
Robert B. Schoolcraft

Roger P. Wertel

25400 U.S. 19 N., Ste 255, Clearwater, FL 34623.

The undersigned has executed these Articles of Incorporation this 31st day of May 1996.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

  
\_\_\_\_\_

FILED

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

96 MAY 31 AM 11:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: THE INTERNET WALL, INC.

2. The name and street address of the registered agent and office is: Richard M. Georges, P.A.  
25400 U.S. 19 N.

Suite 255  
Clearwater, FL 34623

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Richard M. Georges

P96000046/98

**Law Offices**  
**Richard M. Georges, P.A.**  
**3656 First Avenue North**  
**St. Petersburg, FL 33713**

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) CORPORATION RELEASE  
-07212795-01029-013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- ☐ Walk in     ☐ Pick up time \_\_\_\_\_     ☐ Certified Copy  
☐ Mail out     ☐ Will wait     ☐ Photocopy     ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
 96 JUL 12 AM 10:56  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

*BA chg  
 5/17*

Examiner's Initials	
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Charter No. P96000046198

Date Filed 5/31/96

## STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: THE INTERNET WALL, INC.

2. The name and address of its present registered agent is:

Richard M. Georges, P.A.  
25400 U.S. 19 N., Suite 255  
Clearwater, FL 34623

3. The name and street address to which its registered agent is to be changed is:  
(P.O. BOX NOT ACCEPTABLE)

Roger P. Wertel  
25400 U.S. 19 N., Suite 255  
Clearwater, FL 34623

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Roger P. Wertel  
(Typed or printed name and title)  
Vice President

Signature

*Roger P. Wertel*  
(President or Vice President)

Date

✓ 6-21-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name Roger P. Wertel

Signature

✓ *Roger P. Wertel*  
(Agent)

Date

✓ 6-21-96

## Filing of Documents

Wenclosed the following documents for filing with your office:

June 24, 1997

RE: THE INTERNET WALL, INC.

1. Articles of Amendment and check \$87.50

P96000046198

To:

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Law Offices  
**Richard M. Georges, P.A.**  
3656 First Avenue North  
St. Petersburg, FL 33713  
(813) 321-4420

000002224740--7  
-06/27/97--01049--008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUN 27 AM 9:18

Amend

JUN 27 3 1997

## ARTICLES OF AMENDMENT

The undersigned officers of the THE INTERNET WALL, INC. (hereinafter referred to as the "Corporation"), existing pursuant to the provisions of the the Florida Corporation Act, as amended (hereinafter referred to as the act), desiring to give notice of corporate action effectuating amendment of certain individual articles of its articles of incorporation, certify the following facts:

(A) The Amendments. The exact text of the articles of incorporation of the Corporation, as amended (hereinafter referred to as the amendments), now is as follows:

**ARTICLE III - CAPITAL STOCK.** The number of shares that this corporation is authorized to have outstanding at any one time is Fifty Million (50,000,000) shares having a par value of Ten Cents (\$.10) per share.

### (B) Manner of Adoption and Vote

1. Action by Directors. The board of directors of the Corporation, at a meeting thereof, duly called, constituted and held on June 24, 1997, at which a quorum of such board of directors was present, duly adopted a resolution proposing to the shareholders of the Corporation entitled to vote in respect of the amendments that the provisions and terms of articles of its articles of incorporation be amended so as to read as set forth in the amendments; and called a meeting of such shareholders, to be held June 24, 1997 to adopt or to reject the amendments.

2. Action by Shareholders. The shareholders of the Corporation entitled to vote in respect of the amendments, at a meeting thereof, duly called, constituted and held on June 24, 1997, at which the holders of three hundred (300) shares of the capital stock of the Corporation were present in person or by proxy, adopted the amendments. Three Hundred shares of the capital stock of the Corporation were entitled to vote in respect of the amendments; three hundred shares of the capital stock of the Corporation were voted in favor of the adoption of the amendments; and no shares were voted against such adoption.

3. Compliance with Legal Requirements. The manner of the adoption of the amendments, and the vote by which they were adopted, constitute full legal compliance with the provisions of the act, the articles of incorporation, and the bylaws of the Corporation.

### (C) Statement of Changes Made with Respect to the Shares Heretofore Authorized.

1. Shares Heretofore Authorized. The Corporation had authority to issue, prior to the amendments, an aggregate of 7,500 shares of capital stock with \$1.00 par value.

2. Shares Added. The Corporation by the amendments added 50,000,000 shares of stock with a par value of Ten Cents (\$.10) per share.

3. Shares Hereafter Authorized. The aggregate number of shares into which the capital stock of the Corporation will be divided after giving effect to the amendments is as follows:

50,000,000 shares of common stock with Ten Cents (\$.10) par value.

In witness whereof, the undersigned officers executed these articles of amendment of the articles of incorporation of the Corporation, and certify to the truth of the facts herein stated, this 24th day

RECEIVED  
JUN 27 AM 9:18  
SECRETARY



of June, 1997.

  
JAMES H. ROSENTHAL  
President of THE INTERNET WALL, INC.

[Corporate Seal]

  
ROGER WERTEL  
Secretary of THE INTERNET WALL, INC.

STATE OF FLORIDA                    ),  
  ) ss:  
COUNTY OF PINELLAS            ).

I, the undersigned, a notary public duly commissioned to take acknowledgments and administer oaths in the State of FLORIDA, certify that JAMES H. ROSENTHAL, the president, and ROGER WERTEL, the secretary of THE INTERNET WALL, INC., the officers executing the foregoing articles of amendment of articles of incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

Witness my hand and notarial seal this 23rd day of June, 1997.

  
Notary Public  
My commission expires: \_\_\_\_\_

